

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**RPG INVESTMENT HOLDINGS, LLC,
a Delaware Limited Liability Company,**

Plaintiff,

v.

**AMERICAN GREETINGS CORP.,
an Ohio Corporation,**

Defendant.

Case No. 08-CV-4422

**MOTION TO INTERVENE BY THE GROUP OF SECOND LIEN LENDERS OF
RPG HOLDINGS, INC. AND RECYCLED PAPER GREETINGS, INC.**

The group of certain unaffiliated lenders (the “Second Lien Group”)¹ under the Second Lien Credit Agreement, dated as of December 5, 2005, among RPG Holdings, RPG, the Second Lien Lenders, and Credit Suisse, Cayman Islands Branch, as administrative agent and as collateral agent², through its undersigned counsel, hereby seeks permission to intervene in this action pursuant to Fed. R. Civ. P. 24(a)(2) and/or (b). In support of its motion, the Second Lien Group respectfully refers this Court to the following: (i) the Second Lien Group’s memorandum of law in support of this motion, filed concurrently herewith; and (ii) the Second Lien Group’s memorandum of law in opposition to plaintiff RPGI’s emergency motion for a temporary restraining order, filed pursuant to Fed. R. Civ. P. 24(c) and concurrently herewith. Through

¹ The institutions composing the Second Lien Group are funds managed by AEA Investors LLC, Guggenheim Investment Management, LLC, Plainfield Asset Management LLC, and Camulos Capital LP.

² Pursuant to a Successor Agent Agreement dated June 2, 2008, Wells Fargo Bank, National Association succeeded Credit Suisse as the administrative and collateral agent under the Second Lien Credit Agreement.

these materials, the Second Lien Group has demonstrated that this Court should grant leave for the Second Lien Group to intervene in this action, either permissively or as of right.

WHEREFORE, the Second Lien Group respectfully requests that the Court allow it to intervene in this action and grant such other and further relief as may be appropriate under the circumstances.

Dated: August 13, 2008

By : /s/ Janice A. Alwin

One of the attorneys for the Second Lien Group

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